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THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1328.
FILED, JULY 8th. 1965.

WILCO MINING COMPANY LIMITED

Full corporate name of Company

The Company was incorporated under Part VIII of the Ontario Companies Act on November 10, 1926 under the name of WILTSEY-COGLAN MINES LIMITED; by Supplementary Letters Patent dated February 22, 1944, August 22, 1956 and October 16, 1961 the authorized capital of the Company was increased; by Supplementary Letters Patent dated December 30, 1964 the name of the Company was changed to WILCO MINING COMPANY LIMITED and the capital reorganized on a basis of 5 shares of Wiltsey for 1 share of Wilco.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953

(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous

FILING STATEMENT

Filing Statement Nos. 971 and 1194.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Underwriting and option agreement as set out in Item #6(b); (b) Exploration-development agreement re Rouyn Twp. Quebec property with Candela Exploration Company, an affiliate of Freeport Sulphur Company of New York City; reference is made to Schedule A to Item #19 hereof. (c) Option to Empire International Corporation, New York City, see Item #6(a) hereof. (d) Resignation of A.G.Darling as a Director and election of H.D. Hume as a Director, see Item 3 hereof. (See Schedule "A" on pages 3 and 4.) Said Candela agreement is subject to acceptance of Filing Statement and subject to Wilco shareholders' approval at the Annual & General Meeting of shareholders to be held on July 20th, 1965.
2. Head office address and any other office address.	Head Office address is Suite 512, 320 Bay Street, Toronto, Ont.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<u>Officers</u> W. W. Davis - President - 150 Teddington Park, Toronto-Executive George Sayer, C.A. - Vice-President & Treasurer - 347 Bay Street, Toronto - Chartered Accountant Florian Hunt - Secretary - 320 Bay Street, Toronto - Secretary. <u>Directors</u> W. W. Davis, George Sayer & Florian Hunt - as above Frank A. Yewman - 25 Nightingale Place, Scarboro, Sales Manager H. D. Hume - 75 Williams Lane, Toronto - Executive A.G.Darling resigned as a Director June 21/65 to continue as an independent Consulting Geologist for the Company and other companies. H.D.Hume was elected as a Director June 21/65. Mr. Hume has been engaged in the construction business for the past 5 years (H.D. Hume Construction Co.Ltd.) in Ontario.
4. Share capitalization showing authorized and issued and outstanding capital.	7,500,000 shares authorized of which 1,750,000 shares are issued and outstanding.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	(a) Option on 100,000 shares @ 25¢ per share to be granted to Empire International Corporation, New York City (a wholly owned subsidiary of Empire Trust Co. New York City) as, if and when Candela Exploration Company expend not less than \$300,000 within 3 years on the Company's Rouyn Township property; if the option is granted it is exercisable within 5 years of the date of issue; the option is in consideration of services rendered by Empire in introducing and assisting with negotiations with Candela. (b) Underwriting by Goodwin Harris & Co. Ltd., 347 Bay Street, Toronto on behalf of a client of 200,000 shares @ 25¢ per share payable forthwith after the effective date which is to be the date on which this Filing Statement is accepted for filing by the Toronto Stock Exchange; and option to underwriter on behalf of said client on blocks of 200,000 shares each at 25, 30, 35, and 40¢ per share, each option block being exercisable respectively in periods of 3, 6, 9 and 12 months after the above mentioned effective date.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	(a) Empire International Corporation is a wholly owned subsidiary of Empire Trust Company which is a bank, both of 20 Broad Street, New York City. (b) Goodwin Harris & Co. Ltd., as underwriter and optionee are acting on behalf of a client, Delma Agency Limited, 320 Bay Street, Toronto; W. W. Davis is the only person having a greater than 5% interest in Delma Agency Limited; W. W. Davis is President and a Director of Wilco Mining Company Limited.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company plans to make expenditures from funds on hand and/or from proceeds of sale of treasury shares for (1) continuation of its exploration program at its properties in Dufresnoy Twp. (Que.) tied on to the west of Waite Amulet properties and on to the east of Lake Dufault properties; the Company's Engineer is re-examining drill cores with a view to resuming drilling in the light of structural indications of substantial displacement to the south of Wilco's property of the mineralized belt within which the orebodies at the neighboring properties are located; also in view of current drilling by our neighbor near our east boundary; reference also is made to Engineer's detailed report contained in Filing Statement #971; (2) further drilling as recommended by Company's Engineer when examination is completed of the northern half of Block 31 (being Section 31-a) in the north eastern corner of the Company's Rouyn Twp. property which Section was reserved by the Company and is not included in the Candela agreement referred to in Paragraphs #1 and 19 hereof; (3) examination of other mining prospects from time to time; and (4) for general administrative purposes. Funds will not be used for any purpose other than as stated in this paragraph without prior notice being given to the Toronto Stock Exchange.
10. Brief statement of company's chief development work during past year.	During the past year an extensive program of work was carried on at the Company's properties in Dufresnoy and Rouyn Twp. Que., consisting of geological work, core re-examination and structural studies by our Geologist and Engineers, also property line survey by a Registered Que. Land Surveyor at our Dufresnoy Twp. property; and extensive geophysical and geological work at our Rouyn Twp. property adjoining on the east side of the Noranda (Horne) Mine.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Jas. Richardson & Sons - 76,570 shares, Toronto, Ont. Cardon Investment Co. Ltd. - 70,900 shares, Toronto, Ont. Doherty Roadhouse & McQuaig - 65,320 shares, Toronto, Ont. T. A. Richardson - 46,430 shares, Toronto, Ont. Davidson & Co. - 42,160 shares, Toronto, Ont. The Company has no knowledge of the beneficial ownership of the shares registered in the names above mentioned.

THIS IS SCHEDULE "A" (ITEM # 19 hereof) TO THE FILING STATEMENT 'WILCO
MINING COMPANY LIMITED'

The Company has entered into an exploration-development agreement dated June 28th, 1965, with Candela Exploration Company (an affiliate of Freeport Sulphur Company of New York City) concerning the Company's mining claims in Rouyn Township, Quebec, adjoining on the east of Noranda Mines; said agreement, among other things, provides:

- (a) For the grant by the Company to Candela of a sole and exclusive right for a period of twelve months from the date of the Agreement to explore and prospect in the entire area of certain mining concessions covering mining claims owned by the Company and located in Rouyn Township, Province of Quebec, and consisting of Blocks numbers 30, 31-b, (31-a, being the northerly half of claim 31 in the northeast corner of the property is excluded from the agreement and is reserved to Wilco) 32, 33, 84, 149, 150, 151, 155, 156 and 190 of the Township of Rouyn Province of Quebec, all within Mining Concession #265 dated December 28th, 1934, Blocks numbers 194, 195, 160, 161, 162 and 163 of the Township of Rouyn, Province of Quebec, all within Mining Concession #266, dated December 28th, 1934 (hereinafter collectively called the "Property"); during such first twelve months Candela and its affiliates are obliged to expend not less than \$25,000 in such exploration and prospecting work;
- (b) If, prior to the end of the aforementioned twelve-month period, Candela and its Affiliates shall pay or incur exploration and prospecting costs and expenses aggregating at least \$50,000 on the Property the Company agrees to extend the rights referred to in (a) for a further period of twelve months;
- (c) If, prior to the end of the further period referred to in (b) above, Candela and its Affiliates shall pay or incur exploration and prospecting costs and expenses during the periods referred to in (a) and (b) above, aggregating at least \$150,000 Candela may but shall not be obliged to establish a joint venture for which the Property will be held and in which the initial interest of Candela shall be 75% and of the Company 25%;
- (d) Candela will determine in its discretion what development programme the joint venture will undertake and will provide funds in the form of loans or advances to the joint venture at an interest rate not in excess of 2% per annum above the prevailing New York bank prime rate at the time the loan is advanced; the obligation of the joint venture to repay the amount of such advances, and interest thereon, is limited to the first profits of the joint venture, if any;
- (e) If within thirty-six months from the date of Agreement the aggregate amount of the costs and expenses paid or incurred by the joint venture, together with the costs and expenses paid or incurred by Candela and its Affiliates prior to the establishment of the joint venture, shall aggregate at least \$300,000 Candela may in its discretion est-

- ablish a new corporation to which the Property will be transferred for the purpose of carrying on the undertaking of the joint venture, in which event the new corporation shall become responsible for the aforementioned expenses of Candela and its Affiliates on the Property to the extent that such expenses exceed in the aggregate \$150,000 and shall also be responsible for the expenses of the joint venture on the Property; Candela will supply or cause to be supplied to the new corporation funds for such expenses; the new corporation shall issue to Candela and its Affiliates 75% and to the Company 25% of the number of authorized shares of common stock of the new corporation and as long as the Company owns 15% of such shares it shall have a nominee on the board of the new corporation;
- (f) During a period of five years from the date of the incorporation of the new corporation it shall not except as aforementioned issue any shares of any class of its stock unless the Company owns beneficially less than 10% of the total number of shares of common stock of the corporation of the Company consents to such issuance of stock:
- (g) During a period of five years after the date of the incorporation of the new corporation, if the new corporation is conducting mining operations on a commercial scale, Candela has an option to purchase from the Company 5% of the issued and outstanding common shares of the capital stock of the new corporation.

FINANCIAL STATEMENTS

WILCO MINING COMPANY LIMITED
(formerly Wiltsey-Coghlan Mines Limited)

INTERIM BALANCE SHEET

as at July 5, 1965

ASSETS

Current		
Cash in bank	34,472.30	
Other Mining Company Shares (Market Value \$740.00)	1,160.00	
		35,632.30
Fixed, at cost		
Mining Properties	1,601,744.22	
Office Furniture and Fixtures	1,689.60	1,603,433.82
Deferred Expenditure		
Exploration and Development		
Total to December 31, 1964	822,181.04	
Expenditure in 1965 to date	26,376.68	848,557.72
		2,487,623.84

LIABILITIES

Current		
Employees Income Tax deductions	50.00	
Accounts Payable	3,178.25	3,228.25

SHAREHOLDERS' EQUITY

Capital Stock		
Authorized 7,500,000 shares, Par Value \$1.00 each		
Issued and fully paid		
1,750,000 Shares	1,750,000.00	
Less Discount	1,122,790.80	
	627,209.20	
Surplus arising on cancellation of shares	2,308,836.80	
	2,936,046.00	
Deficit	451,650.41	2,484,395.59
		2,487,623.84

The above Balance Sheet is correct to the best of our knowledge and belief

W. W. Davis
W. W. Davis Director

Florian Hunt
Florian Hunt Director

WILCO MINING COMPANY LIMITED

STATEMENT OF DEFICIT ACCOUNT

For the Period January 1st, 1965 to July 5th, 1965

Balance at debit December 31, 1964 as per audited statement	439,808.86
Stock certificates	485.90
Net Loss for the period as above	11,355.65
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Balance July 5, 1965	451,650.41
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WILCO MINING COMPANY LIMITED
(formerly Wiltsey-Coghlan Mines Limited)

SOURCE AND APPLICATION OF FUNDS

For the Period January 1st, 1965 to July 5th, 1965

Cash on hand December 31, 1964 as per audited statement	74,190.36
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SOURCE OF FUNDS

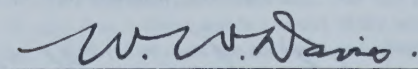
Interest on deposits	<hr/> 714.73
	74,905.09

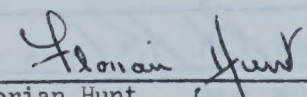
APPLICATION OF FUNDS

Exploration, Engineers fees and expenses	26,376.68
1964 Accounts Payable paid off	1,499.83
Receiver General re tax deductions 1964	50.00
Receiver General re tax deductions 1965	250.00
Capital Stock Certificates	485.90
Salaries	5,389.73
General Expenses	42.70
Government Licenses and Taxes	60.40
Office Rent and expenses	2,375.49
Reports to Shareholders	440.71
Stationery	99.39
Telephone and Telegraph	371.46
Travel	390.50
Toronto Stock Exchange fees	<hr/> 2,600.00
	40,432.79

Balance on hand July 5, 1965	<hr/> <hr/> 34,472.30
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The above Statement of Source and Application
of Funds is correct to the best of our knowledge
and belief


W. W. Davis Director


Florian Hunt Director

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Present management is in a position to materially affect control of the Company if able to obtain sufficient proxies from other shareholders.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	2,000 shares of Pickle Crow Mines, Book Value \$1,160.00 - market value \$740.00.
18. Brief statement of any lawsuits pending or in process against company or its properties.	None.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	The exploration-development agreement with Candela Exploration Company (an affiliate of Freeport Sulphur Company of New York City) dated June 28, 1965 covering the Company's Rouyn Township property excepting the northern half of the north easterly claim #31 (which northerly half of claim #31 has been reserved by the Company) provides for exploration and development with possible ultimate acquisition of interest in property by Candela as set out in Schedule A hereto which is a resume of the terms of the agreement with Candela (see Schedule "A" on Pages 3 and 4 hereof)
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The shares of the Company are not now in the course of primary distribution; however, the shares referred to in Item 6(b) hereof, when issued, will be in the course of primary distribution to the public. There are no other material facts.

CERTIFICATE OF THE COMPANY

DATED July 5th, 1965

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

WILCO MINING COMPANY LIMITED.

"W. W. Davis"

W. W. Davis

CORPORATE
SEAL

"Florian Hunt"

Florian Hunt

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"P. L. Robinson"

P. L. Robinson

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 297.
FILED, NOVEMBER 4th. 1965.

WILCO MINING COMPANY LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1328 dated July 8, 1965

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	Wilco proposes to grant to Falconbridge Nickel Mines Ltd., the right to explore and develop its mineral claim #31-A in Rouyn Twp., Que. The said mineral claim is bounded on the west, north and east by the property of D'Eldona Gold Mines Ltd., which was recently placed under exploration agreement with Falconbridge; the south boundary of said mineral claim ties on to the north-east section of Wilco's main property which was recently placed under exploration agreement with Freeport Sulphur's subsidiary Candela Exploration Company. (As to location, terms of agreement, etc., see map and Schedule "A" herewith). See Schedule "A" on page 2. See Map on page 4.
4. Share capitalization showing authorized and issued and outstanding capital.	There are 7,500,000 shares authorized, of which 2,150,000 fully-paid and non assessable shares are issued and outstanding.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement dated July 8, 1965, amended July 12, 1965, Goodwin Harris & Co. Ltd., on behalf of a client underwrote 200,000 shares @ 25¢ and received options on blocks at the following prices,- 200,000 shares @ 25¢, 200,000 @ 30¢, 200,000 @ 35¢ and 200,000 @ 40¢, each block exercisable within 3 months respectively from July 8, 1965; the 200,000 shares underwritten were taken up and paid for as well as the option block of 200,000 shares @ 25¢. There remains outstanding the options on the above mentioned blocks of 200,000 shares each at 30¢, 35¢ and 40¢ per share.
10. Brief statement of company's chief development work during past year.	In the past four months since filing of the Company's Filing Statement #1328 of July 8, 1965 the Company has continued work at its Dufresnoy Twp. (Quebec) property adjoining Lake Dufault Mines consisting of structural studies, further line cutting and geophysical surveying in the central part of the property. Also other mining prospects have been examined. At its Rouyn Township (Quebec) main property, work consisting of geophysical surveying has been carried on by Freeport Sulphur Company's subsidiary, Candela Exploration Company under exploration agreement of June 28, 1965 and diamond drilling has commenced.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The shares of the company are in the course of primary distribution to the public. There are no other material facts.

DATED November 1, 1965

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

WILCO MINING COMPANY LIMITED

"W.W. Davis"

"F. Hunt"

W.W. Davis
F. Hunt

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"P.L. Robinson"

"A.G. White"

P.L. Robinson
A.G. White - Vice President

November 1, 1965

This is Schedule "A" mentioned in Item #1 of the Amending Filing Statement of Wilco Mining Company Limited.

SCHEDULE "A"

By agreement dated October 28th, 1965 Wilco granted an exclusive option to Falconbridge Nickel Mines Limited to explore and develop the Company's claim # 31-A in Rouyn Township, Quebec over three periods of one year each. If Falconbridge expends a total of at least \$50,000 in the first year (Falconbridge firmly agrees to expend at least \$25,000) then Falconbridge may continue during the second year; if during the second year Falconbridge expends at least \$100,000 then Falconbridge may continue during the third year. If Falconbridge has expended a total of \$300,000 within the three year period (subject to six months extension under certain circumstances) Falconbridge may incorporate a company which will receive title to the said property. In consideration of Falconbridge's expenditures as foresaid it will receive seventy-five per cent of the shares of said company and Wilco will receive twenty-five per cent of said shares. Wilco's interest in the new company is a "Carried Interest", meaning that Wilco is not obligated to contribute any funds to further exploration and/or development. Such funds as Falconbridge advances to the new company will be by way of loans repayable with interest only out of net proceeds of production.

FINANCIAL STATEMENT

WILCO MINING COMPANY LIMITED

SOURCE AND APPLICATION OF FUNDS

for the period July 5, 1965 to November 1, 1965.

Cash on hand July 5, 1965	34,472.30
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SOURCE OF FUNDS

Sale of 400,000 Treasury shares @ 25¢ per share	100,000.00
Interest earned	<u>765.13</u>
	135,237.43

APPLICATION OF FUNDS

Exploration, Engineers' Fees and expenses	3,777.32	
Accounts payable, paid off	350.00	
Receiver General re tax deductions	250.00	
Salaries	2,623.91	
General Expenses	134.68	
Government Licenses and Taxes	86.00	
Office rent and expenses	1,171.86	
Reports to Shareholders	190.00	
Stationery	45.14	
Telephone and Telegraph	217.98	
Travel	260.63	
Toronto Stock Exchange fees	<u>200.00</u>	9,307.52

Balance on hand November 1, 1965	<u><u>125,929.91</u></u>
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The above Statement of Source and Application
of Funds is correct to the best of our knowledge
and belief

W. W. Davis.
W. W. Davis Director

Florian Hunt
Florian Hunt Director

Map referred to in paragraph one of Amending Filing Statement dated November 1st, 1965 of Wilco Mining Company Limited.

ALL MAPS ARE DRAWN FROM INFORMATION BELIEVED TO BE RELIABLE BUT INDIVIDUAL OWNERSHIP AND EXACT LOCATIONS ARE NOT CERTIFIED. THIS MAP IS NOT TO BE REPRODUCED IN ANY MANNER EITHER IN WHOLE OR IN PART WITHOUT THE WRITTEN PERMISSION OF . . . W. LANGRIDGE, JR.

LANGRIDGE LIMITED

Oct. 26, 1965

DONALDA MINES LIMITED

QUEMONT

Horne Creek Fault

□ NORANDA'S "HORNE" MINE

Lake Tremoy (Osisko)

NORANDA MINES LIMITED

Horne Branch Fault

WILCO MINING COMPANY LIMITED
PROPERTY UNDER EXPLORATION AGREEMENT WITH
FREEPORT SULPHUR'S SUBSIDIARY,
CANDELA EXPLORATION COMPANY

Andesite Fault

MAP showing PROPERTIES
in the NEW EXPANDING ACTIVITY
EAST of NORANDA MINES
now under EXPLORATION AGREEMENT
with LARGE MINING COMPANIES as INDICATED

0 1/2 mile

D'ELDONA GOLD MINES LIMITED

UNDER EXPLORATION

AGREEMENT with

FALCONBRIDGE NICKEL MINES

WILCO
with
FALCONBRIDGE

TRANSBORDER EXPLORATIONS

Lake Poulin